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SHENGJING BANK CO., LTD.*

盛京銀行股份有限公司*

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02066)

PROPOSED CHANGE OF AUDITORS AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of Shengjing Bank Co., Ltd. (the “**Bank**”) announces that, in order to maintain consistency between domestic and international auditors of the Bank, the Board proposed to engage KPMG as the domestic and international auditors of the Bank for the year of 2015 with a term expiring upon the 2015 annual general meeting of the Bank, and that Pan-China Certified Public Accountants (“**Pan-China**”) will not be re-engaged as the domestic auditors of the Bank for the year of 2015.

The Board further announces that, the Board proposed to make certain amendments to the articles of association of the Bank (the “**Articles of Association**”) based on the requirements of Hong Kong Securities Clearing Company Limited (“**HKSCC**”).

The proposed engagement of KPMG as the domestic and international auditors of the Bank for the year of 2015 is subject to approval by the shareholders of the Bank at the 2014 annual general meeting of the Bank to be held in May 2015 (the “**AGM**”), and the proposed amendments to the Articles of Association are subject to (i) shareholders’ approval by way of a special resolution at the AGM and (ii) approval by the China Banking Regulatory Commission Liaoning Bureau, if applicable, after being considered and approved at the AGM.

A circular containing, among other things, further details of the above matters to be considered at the AGM, together with a notice of the AGM, will be despatched to the shareholders of the Bank in due course.

PROPOSED CHANGE OF AUDITORS

The Board announces that, in order to maintain consistency between domestic and international auditors of the Bank, the Board proposed to engage KPMG as the domestic and international auditors of the Bank for the year of 2015 with a term expiring upon the 2015 annual general meeting of the Bank, and that Pan-China will not be re-engaged as the domestic auditors of the Bank for the year of 2015.

The proposed engagement of KPMG as the domestic and international auditors of the Bank for the year of 2015 is subject to approval by the shareholders of the Bank at the AGM.

The Bank has received a letter of confirmation from Pan-China which states that it does not have any material disagreement with the Board during the period of its engagement as the domestic auditors of the Bank and there are no matters relating to the proposed change of auditors of the Bank that need to be brought to the attention of the shareholders and creditors of the Bank.

The Board confirms that there are no matters relating to the proposed change of auditors of the Bank that need to be brought to the attention of the shareholders and creditors of the Bank.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board further announces that, the Board proposed to make the following amendments to the Articles of Association based on the requirements of HKSCC:

Existing Provisions	Amended Provisions	Basis of Amendment
<p>Article 55 A shareholder of the Bank is a person who lawfully holds shares of the Bank and whose name (description) is entered in the register of shareholders.</p> <p>Shareholders of the Bank shall comply with the requirements of the relevant regulatory authorities such as the banking regulatory and other administrative authorities of the State Council.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held. Shareholders who hold shares of the same class will have the same rights and obligations.</p> <p>Where two or more persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such shares, provided that they are subject to the following constraints:</p> <p>(1) the Bank shall not register more than 4 persons as the joint holders of any share(s);</p>	<p>Article 55 A shareholder of the Bank is a person who lawfully holds shares of the Bank and whose name (description) is entered in the register of shareholders.</p> <p>Shareholders of the Bank shall comply with the requirements of the relevant regulatory authorities such as the banking regulatory and other administrative authorities of the State Council.</p> <p>A shareholder shall enjoy rights and assume obligations according to the class and amount of shares held. Shareholders who hold shares of the same class will have the same rights and obligations.</p> <p>Where two or more persons are registered as the joint holders of any shares, they shall be deemed as the joint owners of such shares, provided that they are subject to the following constraints:</p> <p>(1) the Bank shall not register more than 4 persons as the joint holders of any share(s);</p>	<p>Based on the requirements of HKSCC</p>

Existing Provisions	Amended Provisions	Basis of Amendment
<p>(2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s);</p> <p>(3) if one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Bank, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death (in a manner deemed appropriate by the Board of Directors) for the purpose of changing the register of shareholders; and</p>	<p>(2) all the joint holders of any share(s) shall be jointly and severally liable for payment of all amounts due from such share(s);</p> <p>(3) if one of the joint shareholders is deceased, only the surviving persons among the joint shareholders shall be regarded as the owners of relevant shares of the Bank, provided that the Board of Directors shall have the right to require the surviving persons to provide a certificate of death (in a manner deemed appropriate by the Board of Directors) for the purpose of changing the register of shareholders; and</p>	

Existing Provisions	Amended Provisions	Basis of Amendment
<p>(4) as far as all joint shareholders are concerned, only the joint shareholder whose name appears first in the register of shareholders has the right to receive the share certificate of the relevant shares from the Bank, to receive notices of the Bank, to attend the shareholders' general meeting convened by the Bank or to exercise all the voting rights attached to the relevant shares; and any notice served on such a shareholder shall be treated as having been served on all the other joint shareholders of those shares.</p> <p>With regard to the joint shareholders of any shares, if the Bank pays distribution or allotment such as dividend, bonus or return on capital that should be paid to the joint shareholders to any one shareholder among the joint shareholders, the payment shall be regarded to have paid the aforesaid distribution or allotment to all the joint shareholders of relevant shares.</p>	<p>(4) as far as all joint shareholders are concerned, only the joint shareholder whose name appears first in the register of shareholders has the right to receive the share certificate of the relevant shares from the Bank; <u>or</u> to receive notices of the Bank, to attend the shareholders' general meeting convened by the Bank or to exercise all the voting rights attached to the relevant shares; and any notice served on such a shareholder shall be treated as having been served on all the other joint shareholders of those shares. <u>Any joint shareholder may sign the proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.</u></p> <p>With regard to the joint shareholders of any shares, if the Bank pays distribution or allotment such as dividend, bonus or return on capital that should be paid to the joint shareholders to any one shareholder among the joint shareholders, the payment shall be regarded to have paid the aforesaid distribution or allotment to all the joint shareholders of relevant shares.</p>	

The above proposed amendments to the Articles of Association are subject to (i) shareholders' approval by way of a special resolution at the AGM and (ii) approval by the China Banking Regulatory Commission Liaoning Bureau, if applicable, after being considered and approved at the AGM.

A circular containing, among other things, further details of the proposed engagement of KPMG as the domestic and international auditors of the Bank for the year of 2015 and the proposed amendments to the Articles of Association, together with a notice of the AGM, will be despatched to the shareholders of the Bank in due course.

By order of the Board
Shengjing Bank Co., Ltd.
ZHANG Yukun
Chairperson

Shenyang, Liaoning, China
25 March 2015

As at the date of this announcement, the executive directors of the Bank are ZHANG Yukun, WANG Chunsheng, ZHAO Guangwei, WANG Yigong and WU Gang; the non-executive directors of the Bank are LI Yuguo, LI Jianwei, ZHAO Weiqing, YANG Yuhua and LIU Xinfu; and the independent non-executive directors of the Bank are YU Yongshun, LAU Chi Pang, BA Junyu, SUN Hang and DING Jiming.

* *Shengjing Bank Co., Ltd. is not an authorised institution within the meaning of the Banking Ordinance (Chapter 155 of the Laws of Hong Kong), not subject to the supervision of the Hong Kong Monetary Authority, and not authorised to carry on banking and/or deposit-taking business in Hong Kong.*